



Ming Kei Holdings Limited

明基控股有限公司*

(incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8239)

FORM OF PROXY

Form of proxy for use by shareholders at the special general meeting (the "SGM") of Ming Kei Holdings Limited (the "Company") to be held at Unit 01, 3/F., Wheelock House, 20 Pedder Street, Central, Hong Kong at 4:00 p.m. on 18 June 2014 and at any adjournment thereof.

I/We (note a) _____
of _____ being the
registered holder(s) of _____ (note b) shares of HK\$0.01 each in the
share capital of the Company hereby appoint the Chairman of the SGM or _____
of _____

to act as my/our proxy (note c) to attend and vote on my/our behalf at the SGM to be held at Unit 01, 3/F., Wheelock House, 20 Pedder Street, Central, Hong Kong at 4:00 p.m. on 18 June 2014 and at any adjournment thereof as hereunder indicated and, if no such indication is given, as my/our proxy thinks fit.

	Ordinary resolutions (note d)	For (note e)	Against (note e)
1.	To approve, confirm and ratify the Acquisition Agreement and the transactions contemplated thereunder, including but not limited to approving the allotment and issue of the Consideration Shares, the issue of the Convertible Bonds and the Earn-out Convertible Bonds, the allotment and issue of the Conversion Shares upon exercise of the conversion rights attaching to the Convertible Bonds and the Earn-out Convertible Bonds and the issue of the Promissory Notes.		
2.	(a) To re-elect Mr. Han Jianli as a Director; and		
	(b) To re-elect Mr. Du Hui as a Director.		

Dated the _____ day of _____ 2014

Shareholder's signature _____ (notes f, g, h, i and j)

Notes:

- Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the SGM as your proxy, please delete the words "the Chairman of the SGM or" and insert the name and address of the person appointed proxy in the space provided.
- The description of these resolutions are by way of summary only. The full text appears in the notice convening the SGM.
- Important: if you wish to vote for the resolutions set out above, please tick ("✓") the box marked "For". If you wish to vote against the resolutions, please tick ("✓") the box marked "Against". If this form returned is duly signed but without specific direction on the proposed resolution(s), the proxy will vote or abstain at his/her discretion in respect of the resolutions. Your proxy will also be entitled to vote at his/her discretion on any resolutions properly put to the SGM other than that referred to in the notice convening the SGM.**
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the SGM, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder of the Company, or his/her attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at the offices of the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the SGM or any adjournment thereof.
- Any alteration made to this form should be initialled by the person who signs it.
- Completion and return of this form will not preclude you from attending and voting in person at the SGM should you wish, and in such case, this form previously submitted by such member(s) shall be deemed to be revoked.

* for identification purpose only